UNITED STATES BANKRUPTCY COURT	Γ
SOUTHERN DISTRICT OF NEW YORK	

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In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	-
,	:	Case No. 18-23538 (RDD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	V	· · · · · · · · · · · · · · · · · · ·

#### **AFFIDAVIT OF SERVICE**

I, Nuno Cardoso, depose and say that I am employed by Prime Clerk LLC ("**Prime** Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On April 24, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Master Service List attached hereto as **Exhibit A**; and the Counterparties Service List attached hereto as **Exhibit B**:

 Amended Notice of Assumption and Assignment of Additional Designatable Leases Docket No. 3331]

On April 24, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via overnight mail on the K&S Market, Inc. Service List attached hereto as **Exhibit C**:

• Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction [Docket No. 1731]

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<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

 Notice of Assumption and Assignment of Additional Designatable Leases [Docket No. 3298] the ("Notice of Assumption and Assignment")

On April 24, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Notice of Assumption and Assignment and the following document to be served via overnight mail and email on the Platte Valley Investment, LLC Service List attached hereto as **Exhibit D**:

 Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction [Docket No. 1774]

Dated: April 29, 2019

Nuno Cardoso

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on April 29, 2019, by Nuno Cardoso, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:

JAMES A. MAPPLETHORPE Notary Public, State of New York No. 01MA6370846 Qualified in New York County

Commission Expires February 12, 2022

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#### Exhibit A

## 18-23538-shl Doc 3406 Filed 04/29/19 Entered 04/29/19 14:44:48 Main Document Pg 4 of 39 Exhibit A

Master Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
		Attn: Dana Nessel, Juandisha M. Harris		
		3030 W. Grand Blvd.		
	AG and Assistant AG for the State of	Cadillac Place, Ste. 10-200		
Counsel to State of Michigan, Department of Treasury	Michigan, Dept. of Treasury	Detroit MI 48202	harrisj12@michigan.gov	Email
<u> </u>	,	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L.	idizengoff@akingump.com	
		Brauner	pdublin@akingump.com	
Proposed Counsel to Official Committee of Unsecured Creditors		One Bryant Park	agureshi@akingump.com	
of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	New York NY 10036	sbrauner@akingump.com	Email
, ,		Attn: Myles H. Alderman, Jr.	3 0 1	
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Counsel to Svetlana Anderson ('Anderson")	Alderman & Alderman, LLC	Hartford CT 06103	courts@alderman.com	Email
,		Attn: Pamela H. Walters, Johnetta Lang		
		2520 W.W. Thorne Drive		
Attorneys for Aldine Independent School District	Aldine Independent School District	Houston TX 77073	bnkatty@aldineisd.org	Email
		Attn: Jenelle C. Arnold		
		4375 Jutland Drive, Suite 200		
As Agent Bayview Loan Servicing, LLC, the Bank of New York		P.O. Box 17933		
Mellon FKA the Bank of New York	Aldridge Pite, LLP	San Diego CA 92177-0933	jarnold@aldridgepite.com	Email
Counsel to Morneau Shepell Ltd.,		Attn: Laura R. Hall & Joseph Badtke-Berkow	, , ,	
in its capacity as administrator of the		1221 Avenue of the Americas	laura.hall@allenovery.com	
Sears Canada Inc. Registered Pension Plan	Allen & Overy LLP	New York NY 10020	joseph.badtke-berkow@allenovery.com	Email
5	,	Attn: James J. Vincequerra	,	
		90 Park Avenue		
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	New York NY 10016-1387	James.Vincequerra@alston.com	Email
,		Attn: Leib M. Lerner		
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		16th Floor		
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Los Angeles CA 90071	leib.lerner@alston.com	Email
,		Attn: Anthony J. D'Artiglio, Esq.		
		365 Rifle Camp Road		
Counsel to Sayville Menlo, LLC	Ansell Grimm & Aaron, P.C.	Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
· · · · · · · · · · · · · · · · · · ·		Attn: Anthony J. D'Artiglio, Joshua S. Bauchner	, -	
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Counsel to the Local Texas Tax Authorities	Ansell Grimm & Aaron, P.C.	Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
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Counsel to Community Unit School District 300	Archer & Greiner, P.C.	New York NY 10017	lschildkraut@archerlaw.com	Email
·		Attn: Andrew I. Silfen, Beth Brownstein		
Counsel to Rare Hospitality Management, LLC, Rare Hospitality		1301 Avenue of the Americas		
International, Inc., Cheddars Casual Café, Inc., and Darden		Floor 42	andrew.silfen@arentfox.com	
Restaurants, Inc.	Arent Fox LLP	New York NY 10019	beth.brownstein@arentfox.com	Email
		Attn: Brian J. Lohan, Esq., Ginger Clements, Esq.		
		70 West Madison Street		
		Suite 4200	brian.lohan@arnoldporter.com	
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Chicago IL 60602	ginger.clements@arnoldporter.com	Email

## 18-23538-shl Doc 3406 Filed 04/29/19 Entered 04/29/19 14:44:48 Main Document Pg 5 of 39 Exhibit A

Master Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
IQ9-200 SW C Ave, LLC ("SW LLC")				
and U.S. Bank, National Association as Trustee,				
Successor-in-interest to Bank of America, N.A.,				
as Trustee, Successor-by-merger to LaSalle Bank		Attn: Joseph Aronauer, Esq.		
National Association, as Trustee for Morgan Stanley		One Grand Central Place		
Capital I Inc., Commercial Mortgage Pass-Through		60 East 42nd Street, Suite 1420		
Certificates, Series 2005-IQ9	Aronauer & Yudell, LLP	New York NY 10165	jaronauer@ayllp.com	Email
001.104.05), 001.103 2005 143	7.1.0.1.0.0.0.1	Attn: Courtney A. Schael, Esq.	juronader e dynpreem	2.110.11
		100 Quimby Street		
		Suite 1		
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counser to similify a company of runerica, inc.	75mora Senaer EEC	Attn: Edward E. Neiger, Jennifer A. Christian	CSCHGCI@/ISHIOTGISEGW.com	Eman
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counsel to city enoice Elimited	ASK EEI	Attn: James W. Grudus, Esq.	jem stane askiip.com	Eman
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Counsellor AT&T and Turner Broadcasting Sales, Inc.	AT&T Services Legal Department	Attn: Magdalena Cuellar	Jg5780@att.com	Liliali
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Interested Party	Austin Enterprises, LP.	Fresno CA 93727	mcuellar45@austinenterpriseslp.com	Email
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		45 Rockefeller Plaza		
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Counsel to American Greetings Corporation	Baker & nostetier LLP	Attn: David L. Pollack	TKHall@bakerlaw.com	EIIIdii
		52nd Floor - Mellon Bank Center		
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Counsel to Brixmor Property Group, Inc. and Federal Realty	Delland Cashall D			Farail
Investment Trust	Ballard Spahr LLP	Philadelphia PA 19103	pollack@ballardspahr.com	Email
Counsel to The Macerich Company, Starwood Retail Partners,				
LLC, Acadia Realty Limited Partnership, C.E. John Company, Inc.,				
		Atta, Ductin D. Branch		
Centennial Real Estate Co., CenterCal Properties, LLC, GS Pacific		Attn: Dustin P. Branch		
ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT		2029 Century Park East		
2007-C33 Independence Center, LLC, and White Plains Galleria	Delland Cooks II D	Suite 800	han ah dehallanda ah aa	5il
Limited Partnership	Ballard Spahr LLP	Los Angeles CA 90067-2909	branchd@ballardspahr.com	Email

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Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Federal Realty Investment Trust, Acadia Realty				
Limited Partnership, PGIM Real Estate, Pacific Retail Group,				
WBCMT 2007-C33 Independence Center LLC, Starwood Retail				
Partners LLC, Kravco Company, Brixmor Property Group, Inc.,				
Centennial Real Estate Co., CenterCal Properties, LLC, C. E.		Attn: Leslie C. Heilman, Matthew G. Summers		
Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER,		919 N. Market Street		
LLC, The Macerich Company, Vintage Real Estate, LLC, and		11th Floor	heilmanl@ballardspahr.com	
White Plains Galleria Limited Partnership	Ballard Spahr LLP	Wilmington DE 19801	summersm@ballardspahr.com	Email
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Counsel to Aviation Mall NewCo, LLC, Holyoke Mall Company,				
L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria		Attn: Kevin M. Newman		
LLC, Salmon Run Shopping Center, L.L.C., S&R Company of West		Barclay Damon Tower		
Seneca NewCo, LLC, Washington Commons NewCo LLC, and DGI		125 East Jefferson Street		
•	Devile Device HD		La constanta de co	E I
LS, LLC, Light 125 James West LLC, Shilington Plaza LLC	Barclay Damon LLP	Syracuse NY 13202 Attn: Mark R. Owens	knewman@barclaydamon.com	Email
Constitution of Development Constitution	D 0 Th 11 D	11 S. Meridian Street	Children and Children	F
Counsel to Urschel Development Corporation	Barnes & Thornburg LLP	Indianapolis IN 46204	mowens@btlaw.com	Email
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		Attn: Lawrence M. Schwab, Thomas M. Gaa		
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		Suite 100		
Counsel to salesforce.com, Inc., Oath (Americas) Inc.	Bialson, Bergen & Schwab	Menlo Park CA 94025	Tgaa@bbslaw.com	Email

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Master Service List
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Wilshire Business Center, a California General Partnership)	Binder & Malter LLP	Santa Clara CA 95050	julie@bindermalter.com	Email
, , , , , , , , , , , , , , , , , , , ,				
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited				
Partnership; Cansan Company, LLC; Fairsan Company LLC;				
Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC;				
Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and				
Tracey Brewer, Successor Co-Trustees of the Pasan Trust;		Attn: Jeffrey Rhodes		
Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC;		1825 Eye Street NW		
Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Washington DC 20006	JRhodes@BlankRome.com	Email
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Arcolo Limited Partnership; Cansan Company, LLC; Fairsan				
Company LLC; Floreff LLC; Fundamentals Co LLC; Greenmich				
LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman,				
Alison Schreier and Tracey Brewer, Successor Co-Trustees of the		Attn: Stanley B. Tarr, Evan J. Zucker		
Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC;		The Chrysler Building		
Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve		405 Lexington Avenue	Tarr@BlankRome.com	
LLC	Blank Rome LLP	New York NY 10174	EZucker@BlankRome.com	Email
	Blank Nome EE	Attn: Wanda Borges, Esq., Sue L. Chin, Esq.	LZdeker@Blankhome.com	Email
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Kenney Manfacturing Company	Borges & Associates, LLC	Syosset NY 11791	schin@borgeslawllc.com	Email
Remie y Manactaning company	borges & Associates, LLC	Attn: Anthony M. Rainone	3CHING DOI gC3IaWHC.COH	Email
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		80 South Eighth Street		
Counsel to 1803, LLC, and Camegaran, LLC	Briggs and Morgan, P.A.	Minneapolis MN 55402	jjorissen@briggs.com	Email
Couriser to 1803, EEC, and Carriegaran, EEC	Briggs and Morgan, P.A.	Attn: Kristen N. Pate	JJonssen@briggs.com	EIIIdii
		350 N. Orleans St.		
		Suite 300		
Council to Drookfield Dropyty PEIT Inc. of Agent	Brookfield Property REIT Inc.	Chicago IL 60654-1607		Overnight Mail
Counsel to Brookfield Proprty REIT Inc., as Agent	Brookfield Property REIT Inc.	Attn: Julie F. Montgomery, Esq.		Overnight Mail
		6 North Broad Street		
Councel to CAD Industries Inc. CAD America Inc. Cubase Inc.		Suite 100		
Counsel to SAP Industries, Inc., SAP America, Inc., Sybase, Inc.,	Danier & Community		:t	5
Ariba, Inc., and Concur Technologies, Inc.	Brown & Connery, LLP	Woodbury NJ 08096	jmontgomery@brownconnery.com	Email
		Attn: A.R. Shrinivasan		
		Managing Director		
DCT Later and Fred to a trade	DCT Later with a LEGAL Control	39 Wang Kwong Rd, Ste 2301B, Skyline Tower, Kowloon Bay		0
BST International Fashion Ltd.	BST International Fashion Ltd.	Kowloon Hong Kong Attn: Paul M. Weister		Overnight Mail
		16435 North Scottsdale Road		
		Suite 440		
Counsel to The Realty Associates Fund X, L.P.	Buchalter, A Professional Corporation	Scottsdale AZ 85254-1754	pweiser@buchalter.com	Email

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Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
DESCRIPTION	TOTAL	Attn: Shawn M. Christianson	EWALE	METHOD OF SERVICE
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		17th Floor		
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	San Francisco CA 94105-3493	schristianson@buchalter.com	Email
		Attn: Christopher P. Schueller		
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Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical,		9th Floor		
Inc.	Buchanan Ingersoll & Rooney PC	New York NY 10019	christopher.schueller@bipc.com	Email
	,	Attn: Christopher P. Schueller, Terry A. Shulsky, Tyler S.		
		Dischinger		
		One Oxford Centre		
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Counsel to Argonaut Insurance Company	Cadwalader, Wickersham & Taft LLP	New York NY 10281	Anthony.Deleo@cwt.com	Email
. ,	,		, ,	
Counsel to the Marion Plaza, Inc. dba Eastwood Mall,				
Governor's Square Company dba Governor's Square Mall,				
Huntington Mall Company dba Huntington Mall, Meadowbrook				
Mall Company dba Meadowbrook Mall, Ohio Valley Mall				
Company dba Ohio Valley Mall, the Cafaro Northwest				
Partnership dba South Hill Mall, Spotsylvania Mall Company dba		Attn: Richard T. Davis		
Spotsylvania Towne Centre and Howland Commons, LLC dba		5577 Youngstown-Warren Rd.		
Howland Commons	Cafaro Management Company	Niles OH 44446	rdavis@cafarocompany.com	Email
		Attn: Joel H. Levitin, Richard A. Stieglitz Jr.		
		Eighty Pine Street	jlevitin@cahill.com	
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	New York NY 10005	rstieglitz@cahill.com	Email
		Attn: Sarah J. Klebolt, Esq.		
		120 South Central Avenue		
		Ste. 1800		
Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	St. Louis MO 63105	sjk@carmodymacdonald.com	Email
		Attn: Marc J. Kurzman		
Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart		707 Summer Street		
store # 9416	Carmody Torrance Sandak & Hennessy LLP	Stamford CT 06901	MKurzman@carmodylaw.com	Email
		Attn: Thomas J. Sansone		
		195 Church Street		
Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart		P.O. Box 1950		
store # 9416	Carmody Torrance Sandak & Hennessy LLP	New Haven CT 06509-1950	tsansone@carmodylaw.com	Email
		Attn: Michael J. Catalfimo, Esq., John R. Canney, IV, Esq.		
		20 Corporate Woods Blvd.		
	Carter Conboy Case Blackmore Maloney &	Suite 500		
Local Counsel to BH North American Corporation	Laird, P.C.	Albany NY 12211	mcatalfimo@carterconboy.com	Email
Counsel to the Bank of New York Mellon Trust Company and the				
Chase Manhattan Bank, N.A., Successor Trustees for the SRAC				
Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC		Attn: James Gadsden, Esq.	gadsden@clm.com	
Unsecured Notes, and the SRAC Medium Term Notes (Top 5		2 Wall Street	bankruptcy@clm.com	
Secured Creditor)	Carter Ledyard & Milburn LLP	New York NY 10005	Dennis.roemlein@bnymellon.com	Overnight Mail and Email

## 18-23538-shl Doc 3406 Filed 04/29/19 Entered 04/29/19 14:44:48 Main Document Pg 9 of 39 Exhibit A

Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
		Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq.		
Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh		90 Merrick Avenue	rmccord@certilmanbalin.com	
Fashions and The Libman Company	Certilman Balin Adler & Hyman, LLP	East Meadow NY 11554	rnosek@certilmanbalin.com	Email
		Sears Chambers Copy		
		US Bankruptcy Court SDNY		
United States Bankruptcy Court for the Southern District of Nev	v.	300 Quarropas Street, Room 248		
York	Chambers of Honorable Robert D. Drain	White Plains NY 10601		Overnight Mail
TOTA	Chambers of Honorable Robert B. Brain	Attn: Laura E. Appleby, Steven Wilamowsky		Overright (vian
		1270 Avenue of the Americas	appleby@chapman.com	
Counsel to WSSR, LLC	Chapman and Cutler LLP	New York NY 10020	wilamowsky@chapman.com	Email
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC,	Chapman and Catier EE	NEW TOTK NT 10020	whamowsky@chapman.com	Email
and Cardinal Health PR 120, Inc., subsidiaries and affiliates of		Attn: Beth J. Rotenberg, Scott A. Zuber		
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Creditor	Chiesa Shahinian & Giantomasi PC	West Orange NJ 07052	szuber@csglaw.com	Email
Cicuitoi	Chiesa Shahiinan & Giantomasi PC	Attn: Kevin J. Simard, Jonathan D. Marshall	32GDET (@ CSRIGW.COTT)	Lilidii
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Councel to Walls Forgo Dank National Association	Chasta Hall & Stawart II D	Boston MA 02110	imarshall@choate.com	Email
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Attn: Hyun Suk Choi, Chull S. Park	Jinarshail@choate.com	EIIIdii
		·	hahai@ahaiandnark.com	
		11 Broadway	hchoi@choiandpark.com	
Consider Marketine and Electronic According to		Suite 615	cpark@choiandpark.com	e d
Counsel to Winiadaewoo Electroniccs America, Inc.	Choi & Park, LLC	New York NY 10004	Ikleist@choiandpark.com	Email
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12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Wilmington DE 19801	phealy@wsfsbank.com	Email	
		Attn: Sears Holdings Corp. Administrator			
		Corporate Capital Markets			
		50 South Sixth Street, Suite 1290			
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Minneapolis MN 55402		Overnight Mail	

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#### Exhibit B

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### Exhibit C

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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

#### Exhibit D

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